

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

	X	
HIGHFIELDS CAPITAL LTD.,	:	
HIGHFIELDS CAPITAL I LP,	:	
HIGHFIELDS CAPITAL II LP,	:	
	:	
Plaintiffs,	:	Civ. No. 04-10624 (MLW)
v.	:	
	:	
SCOR, S.A.,	:	
	:	
Defendant.	:	
	X	

**DECLARATION OF DOUGLAS H. MEAL IN SUPPORT OF
DEFENDANT SCOR'S OPPOSITION TO
PLAINTIFFS' MOTION TO AFFIRM SUBJECT MATTER JURISDICTION,
OR IN THE ALTERNATIVE, TO REFER CASE TO STATE COURT**

DOUGLAS H. MEAL, ESQ., declares, under penalty of perjury that the following is true and correct:

1. I am a member of the Bar of the Commonwealth of Massachusetts and a member of Ropes & Gray LLP, counsel to Defendant SCOR in the above-captioned matter. I submit this declaration in support of SCOR's Memorandum of Law in Opposition to Plaintiffs' Motion to Affirm Subject Matter Jurisdiction, Or In The Alternative, To Refer Case to State Court.
2. I am fully familiar with the facts set forth in this declaration, either from personal knowledge or on the basis of documents that have been provided to me.
3. Attached hereto as Exhibit 1 is a true and correct copy of the Complaint in the above-captioned matter, dated March 31, 2004.

4. Attached hereto as Exhibit 2 is a true and correct copy of Defendant SCOR's First Request for the Production of Documents by Plaintiffs, dated January 31, 2006.

5. Attached hereto as Exhibit 3 is a true and correct copy of Plaintiffs' Response to Defendant SCOR's First Request for the Production of Documents by Plaintiffs, dated March 2, 2006.

6. Attached hereto as Exhibit 4 is a true and correct copy of a letter from Ellen V. Holloman to Joshua A. McGuire, dated March 21, 2006.

7. Attached hereto as Exhibit 5 is a true and correct copy of a letter from Ellen V. Holloman to Kenneth S. Leonetti and Joshua A. McGuire, dated April 7, 2006.

8. Attached hereto as Exhibit 6 are true and correct copies of letters from Joshua A. McGuire to Douglas H. Meal, dated April 7, 2006, enclosing subpoenas *duces tecum* for:

- (a) A.M. Best Company, Inc.;
- (b) Fitch Ratings;
- (c) Lazard Frères & Co. LLC;
- (d) Milliman USA, Inc.,
- (e) Moody's Investor Service;
- (f) Standard & Poor's, and;
- (g) State of Wisconsin Investment Board.

9. Attached hereto as Exhibit 7 is a true and correct copy of a letter from Ellen V. Holloman to Joshua A. McGuire, dated April 10, 2006.

10. Attached hereto as Exhibit 8 is a true and correct copy of a letter from Ellen V. Holloman to Joshua A. McGuire, dated April 12, 2006.

11. Attached hereto as Exhibit 9 is a true and correct copy of a letter from Joshua A. McGuire to Ellen V. Holloman, dated April 12, 2006.

12. Attached hereto as Exhibit 10 is a true and correct copy of a letter from Ellen V. Holloman to Joshua A. McGuire, dated April 14, 2006.

13. Attached hereto as Exhibit 11 are true and correct copies of letters from Kenneth S. Leonetti to:

- (a) A.M. Best Company, Inc.;
- (b) Fitch Ratings;
- (c) Lazard Frères & Co. LLC;
- (d) Milliman USA, Inc.,
- (e) Moody's Investor Service;
- (f) Standard & Poor's, and;
- (g) State of Wisconsin Investment Board,

dated April 24, 2006.

14. Attached hereto in a sealed envelope as Exhibit 12 is a true and correct copy of a document bearing production numbers HIGH 010118-HIGH 010119. This document is being filed under seal because Plaintiffs designated it as "Confidential" under the Stipulation and Protective Order entered in the above-captioned matter on February 27, 2006. Pursuant to Paragraph 15 of the Stipulation and Protective Order, a redacted copy of this document is being filed electronically for the public record.

15. Attached hereto in a sealed envelope as Exhibit 13 is a true and correct copy of a document bearing production numbers HIGH 010127-HIGH 010129. This document is being filed under seal because Plaintiffs designated it as “Confidential” under the Stipulation and Protective Order entered in the above-captioned matter on February 27, 2006. Pursuant to Paragraph 15 of the Stipulation and Protective Order, a redacted copy of this document is being filed electronically for the public record.

16. Attached hereto in a sealed envelope as Exhibit 14 is a true and correct copy of a document bearing production numbers HIGH 010115-HIGH 010117. This document is being filed under seal because Plaintiffs designated it as “Confidential” under the Stipulation and Protective Order entered in the above-captioned matter on February 27, 2006. Pursuant to Paragraph 15 of the Stipulation and Protective Order, a redacted copy of this document is being filed electronically for the public record.

17. Attached hereto in a sealed envelope as Exhibit 15 are true and correct copies of a letter from Kenneth S. Leonetti to Douglas H. Meal, dated April 27, 2006 and the enclosed documents bearing the production numbers HIGH 013254 – HIGH 013260. These documents are being filed under seal because Plaintiffs designated them as “Highly Confidential” under the Stipulation and Protective Order entered in the above-captioned matter on February 27, 2006. Pursuant to Paragraph 15 of the Stipulation and Protective Order, redacted copies of these document are being filed electronically for the public record.

Executed at Boston, Massachusetts on May 2, 2006

/s/ Douglas H. Meal
Douglas H. Meal